

(3) an opinion of counsel stating that in the opinion of such counsel

(i) the Company has procured from the Federal Power Commission all necessary authorizations (a) to construct the New Pipe Line, or (b) in case it is stated in the certificate provided for in subdivision (1) of this Section that none of the expenditures or indebtedness relates to the additional facilities of the New Pipe Line described in clauses (i), (ii) and (iii) of the first paragraph of Section 1.12, to construct all of the New Pipe Line exclusive of said additional facilities, and, in either case, that no other consents or authorizations of any other governmental regulatory authorities are necessary for such purpose, or, if necessary, that they have been obtained;

(ii) the Company has good title to any real estate, subject only to permitted encumbrances, and has duly obtained any rights of way, described in said certificate of the Company provided for in subdivision (1) of this Section, and that such real estate and rights of way are subject to the lien of this Indenture free and clear of all liens and encumbrances other than permitted encumbrances, or will be so subject to the lien of this Indenture upon the execution and delivery of specified instruments of conveyance, assignment and transfer; and

(4) such instruments of conveyance, assignment or transfer, if any, as may be specified in the above required opinion of counsel.

SECTION 6.03. The Company covenants and agrees that within 180 days after the completion of the New Pipe Line, and in any event within 180 days after the final date by which the New Pipe Line is required to be completed by the provisions of clause (b) of the second sentence of Section 6.01, it will deliver to the Corporate Trustee

(1) a certificate of the Company stating that the New Pipe Line has been completed within the meaning of Section 1.12; that all payments required to be made on account of the cost of the acquisition or construction and completion of the New Pipe Line have been made; and that no notices of violation of any requirement of any governmental or municipal authority have within the knowledge of the Company been filed in connection with the acquisition or construction and